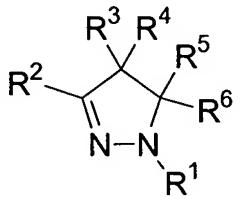
In the claims:

1.-2. (Previously cancelled)

3. (Currently amended) A compound of the Formula II,



II

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl,
7) $(C=O)OC_1$-C_{10} alkyl, and
8) $(C=O)NR^7R^8$,

said alkyl is optionally substituted with one or more substituents selected from R^7; or

R^2 is phenyl;
said phenyl is optionally substituted with <u>two</u> ~~one or more~~ substituents selected from ~~$(C=O)_aO_bC_1$-C_{10} alkyl, $(C=O)_aO_b$aryl, CO_2H,~~ halo~~,~~ <u>or</u> CN~~, or CHO~~;

R^3 and R^4 are hydrogen;

R^5 is selected from:

1) H, and
2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^7;

R^6 is phenyl:
said phenyl is optionally substituted with one or more substituents selected from R^7,

R^7 is:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) $O_a(C=O)_bNR^9R^{10}$, and
8) CHO,

said alkyl and aryl are optionally substituted with one, two or three substituents selected from R^8;

R^8 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl, wherein r and s are independently 0 or 1,
2) $O_r(C_1$-$C_3)$perfluoroalkyl, wherein r is 0 or 1,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0$-$C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2NR^9R^{10}$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^9 and R^{10} are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^8, or

R^9 and R^{10} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocylcic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^8;

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

4. (Currently amended) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl, and
4) $(C=O)OC_1$-C_{10} alkyl,

said alkyl is optionally substituted with one, two or three substituents selected from R^7;

R^2 is phenyl,
said phenyl is optionally substituted with <u>two</u> ~~one or more~~ substituents selected from ~~$(C=O)_aO_bC_1$- C_{10} alkyl, $(C=O)_aO_b$aryl, CO_2H,~~ halo~~,~~ <u>or</u> CN~~, or CHO~~;
R^3 and R^4 are hydrogen;

R^5 is selected from:

1) H, and
2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^7;

R^6 is phenyl:
said phenyl is optionally substituted with one or more substituents selected from R^7,
and R^7, R^8, R^9, R^{10}, R^a and R^b are as described in Claim 3.

5. (Previously cancelled)

6. (Previously amended) A compound selected from:
3-[1-acetyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[3-(2-chlorophenyl)-1-isobutyryl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2-chlorophenyl)-5-methyl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(3-bromophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,3-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,5-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Propionyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Isobutyryl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-Acetyl-3-(2-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(3-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)- N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(3-hydroxyphenyl)-N,N-dimethyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)- N,N-diethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

1-acetyl-3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-N,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N,N,5-trimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-ethyl-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(hydroxymethyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

ethyl [3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl [3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl 2-[3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]propanoate

3-(2,5-difluorophenyl)-5-[3-(dimethylamino)propyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-{3-[(1H-imidazol-2-ylcarbonyl)amino]propyl}-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(2-aminoethyl)-3-(2,5-difluorophenyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminopropyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminobutyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[3-(benzoylamino)propyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylamino)butyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylnitroryl)but-1-yl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[4-(benzylamino)butyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide

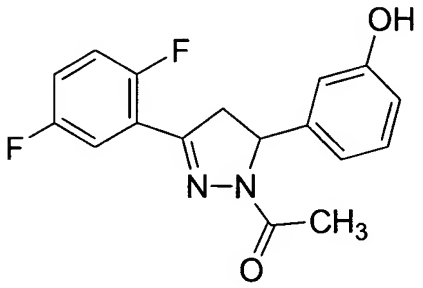
5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

or a pharmaceutically acceptable salt or stereoisomer thereof.

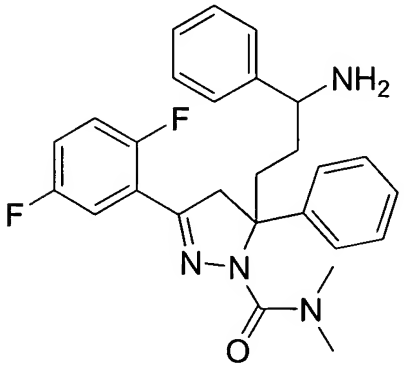
7. (Previously cancelled)

8. (Previously amended) The compound according to Claim 3 which is selected from:

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

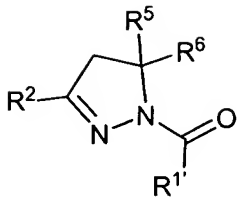


5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

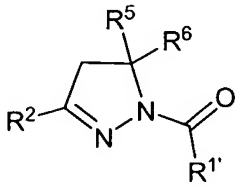


or a pharmaceutically acceptable salt or stereoisomer thereof.

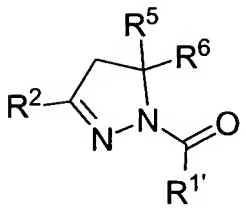
9. (Previously amended) A compound selected from:

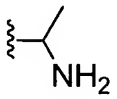
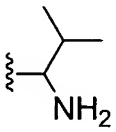
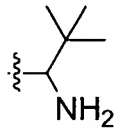


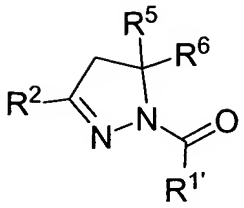
R^2	R^5	R^6	$R^{1'}$
2,5-dichlorophenyl	H	Ph	NMe_2
2-fluoro-5-cyanophenyl	H	Ph	NMe_2
2-fluoro-5-bromophenyl	H	Ph	NMe_2
2-fluoro-5-chlorophenyl	H	Ph	NMe_2
2-fluoro-5-nitrophenyl	H	Ph	NMe_2

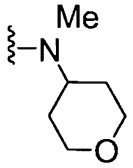
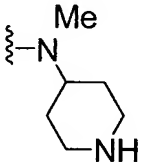
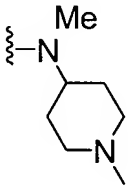


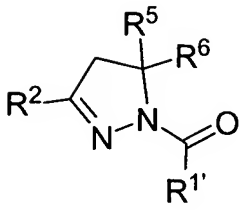
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	3-hydroxyphenyl	NMe_2
2,5-difluorophenyl	H	4-hydroxyphenyl	NMe_2
2,5-difluorophenyl	H	3-aminophenyl	NMe_2
2,5-difluorophenyl	H	3-(acetylamino)phenyl	NMe_2
2,5-difluorophenyl	H	3-carboxyphenyl	NMe_2

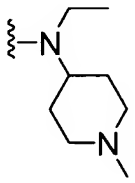
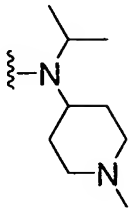
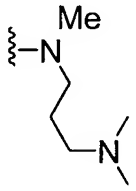
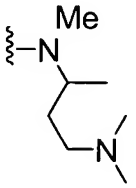


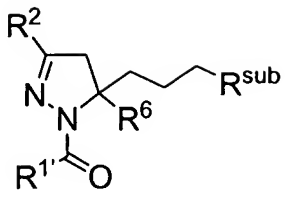
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

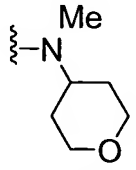
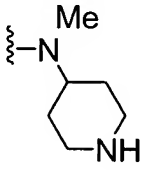
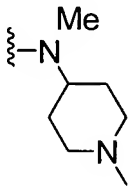


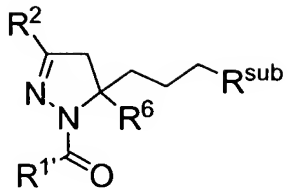
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

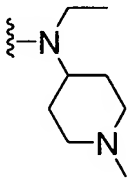
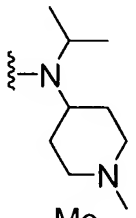
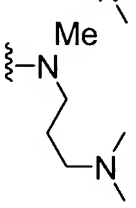
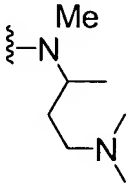


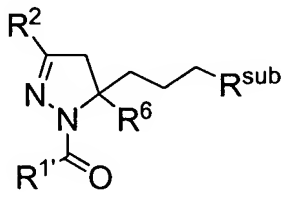
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

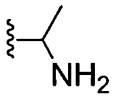
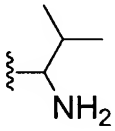
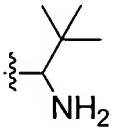


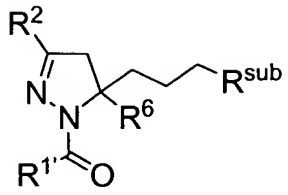
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



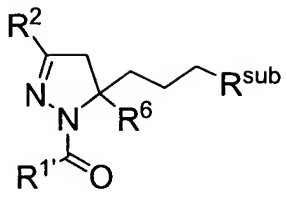
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



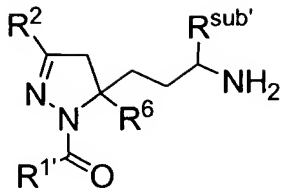
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



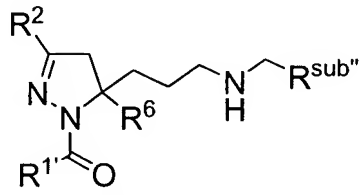
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	3-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	4-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-aminophenyl	NMe_2
2,5-difluorophenyl	NH_2	3-(acetylamino)phenyl	NMe_2
2,5-difluorophenyl	NH_2	3-carboxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-tetrazolylphenyl	NMe_2



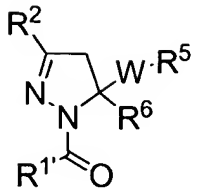
R^2	R^{sub}	R^6	$R^{1'}$
2,5-dichlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-cyanophenyl	NH_2	Ph	NMe_2
2-fluoro-5-bromophenyl	NH_2	Ph	NMe_2
2-fluoro-5-chlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-nitrophenyl	NH_2	Ph	NMe_2



R^2	$R^{sub'}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe_2
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe_2
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe_2
2,5-difluorophenyl	CO_2Me	Ph	NMe_2
2,5-difluorophenyl	$CONH_2$	Ph	NMe_2



R^2	$R^{sub''}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe_2
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe_2
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe_2
2,5-difluorophenyl	CO_2Me	Ph	NMe_2
2,5-difluorophenyl	4-cyanophenyl	Ph	NMe_2



R^2	W-R^5	R^6	$R^{1'}$
2,5-difluorophenyl	$-CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCF2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2C(O)CH_2CH_2NH2$	Ph	NMe_2

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Previously amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

11.- 36. (Previously cancelled)